

CONTINENTAL MATERIALS CORP  
 Form 4  
 September 16, 2010

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 ANDREWS WILLIAM DOUGLAS

2. Issuer Name and Ticker or Trading Symbol  
 CONTINENTAL MATERIALS CORP [CUO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1555 N ASTOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/15/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CHICAGO, IL 60610

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |   |        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |            |                                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|---------------------------------------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) | Price                                 |
| Common Stock                    | 09/15/2010                           |  | P                              |   |   | 400    | A   | \$ 16.98   | 7,750                             | D          |                                       |
| Common Stock                    | 09/15/2010                           |  | P                              |   |   | 200    | A   | \$ 17  | 7,950                             | D          |                                       |
| Common Stock                    |                                      |  |                                |   |   |        |   |  | 500                               | I          | Owned by Parents <sup>(1)</sup>       |
| Common Stock                    |                                      |  |                                |   |   |        |   |  | 1,000                             | I          | In Trust, See Footnote <sup>(2)</sup> |
|                                 |                                      |  |                                |   |   |        |   |  | 1,000                             | I          |                                       |



## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased in Parent's names. The reporting person has uncompensated investment authority but disclaims beneficial ownership of these shares except to the extent of his position as investment advisor.
- (2) Shares purchased in Trusts held for benefit of Nephew. The reporting person is an uncompensated Trustee with investment authority. The reporting person disclaims beneficial ownership of these shares except to the extent of his position as Trustee and investment advisor.
- (3) Shares purchased in Trusts held for benefit of Niece. The reporting person is an uncompensated Trustee with investment authority. The reporting person disclaims beneficial ownership of these shares except to the extent of his position as Trustee and investment advisor.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.